



**THE MARMON GROUP, INC.**

225 West Washington Street, Chicago, Illinois 60606-3418  
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



August 30, 2002

VIA FEDERAL EXPRESS

Vernon A. Williams, Secretary  
Surface Transportation Board  
Documents for Recordation  
1925 K Street, N.W. #700  
Washington, DC 20423

17387-F

SEP 6 2002

2:23 PM

**SURFACE TRANSPORTATION BOARD**

Dear Sir or Madam:

Enclosed are the two originals and two certified copies of the Second Supplemental Trust Agreement and one original and three certified copies of the Bill of Sale, the documents described below are to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The primary document to which this is connected is recorded under Recordation No. 17387.

The names and addresses of the parties to the document are as follows:

Trustee: U.S. Bank Trust National Association  
100 Wall Street  
16th Floor  
New York, NY 10005

Company: Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

A description of the Equipment covered by the enclosed document follows:  
Railroad tank cars as listed in Schedules A and B to this letter.

A short summary of the document to appear in the Index are as follows:

Second Supplemental Trust Agreement, Series 23, dated as of February 14, 2002,  
between Union Tank Car Company and U.S. Bank Trust National Association, as  
Trustee.

The purpose of this Second Supplemental Trust Agreement is to document that 9 railroad tank cars ("Equipment") are being removed from the list of Equipment and 11 cars are being substituted therefor.

Surface Transportation Board  
August 30, 2002  
Page 2

Bill of Sale dated as of February 14, 2002, by U.S. Bank Trust National Association, as Trustee, covering railroad tank cars as more fully described in Schedules A and B to this letter.

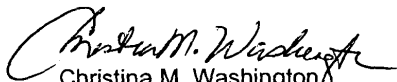
The purpose of this Bill of Sale is to document that the lien of the Trustee has terminated and title to the cars has been transferred to the Company.

Please file this document as a supplement to the filing referred to above and return the certified copies of the document, stamped to show the filing, to me. Enclosed is our check in the amount of \$60 for the filing fees for this and one other related document under the same recordation number.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Christina M. Washington  
Legal Assistant

encls.

utc4066-23

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION  
SCHEDULE A

CERTIFICATE TRUST SERIES: R023 (SERIES R-23)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	T055	20,600 GAL.	UTLX 130362
1	T104	16,400 GAL.	UTLX 630607
<u>9</u>	T105	20,600 GAL.	UTLX 646517, 646519-646521, UTLX 646527-646531
11 TOTAL			

02/15/02

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT  
 DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION - SCHEDULE A  
 SERIES R 23 (R-23)

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE DATE	CERTIFICATE TRUST COST	NET BOOK VALUE
UTLX 130362	T055	20,200	GAL.	1	10/96	\$ 57,265	\$ 42,462
UTLX 630607	T104	16,400	GAL.	1	06/01	57,836	55,936
UTLX 646517	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646519	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646520	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646521	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646527	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646528	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646529	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646530	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646531	T105	20,600	GAL.	1	06/96	51,214	42,152
TOTAL NUMBER OF CARS		11				\$ 579,291	\$ 477,766

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT (WRECKED/RETIRED CARS)  
SCHEDULE B - SERIES R 23

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	T104	17,000 GAL.	CCLX 1430
2	T105	20,000 GAL.	UTLX 643593, 643624
1	T106	23,500 GAL.	UTLX 643770
3	T107	25,000 GAL.	UTLX 643450, 643604, 643616
2	T929	34,000 GAL.	UTLX 910677, 910683
<hr/> 9	TOTAL		

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES R023

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE	—DATES— WRECKED/ RETIRED	CERTIFICATE TRUST COST	SALE PRICE/ NET BOOK VALUE	
CCLX	1430	T104	17,245	GAL	1	10/92	03/99	\$ 47,006	\$ 51,287 *
UTLX	643593	T105	20,000	GAL	1	02/93	10/99	65,972	36,285
UTLX	643624	T105	20,600	GAL	1	01/93	08/01	52,549	47,137 *
UTLX	643770	T106	23,500	GAL	1	02/93	02/01	53,168	47,870 *
UTLX	643450	T107	25,700	GAL	1	10/92	05/00	49,917	58,487 *
UTLX	643604	T107	25,700	GAL	1	04/93	04/00	52,648	56,543 *
UTLX	643616	T107	25,700	GAL	1	04/93	02/99	52,648	31,589
UTLX	910677	T929	34,000	GAL	1	02/93	07/00	78,485	74,277 *
UTLX	910683	T929	34,000	GAL	1	02/93	07/00	78,485	74,277 *
NUMBER OF CARS		9						\$ 530,878	\$ 477,751

RECORDATION NO. 17387-F FILED

BILL OF SALE

SEP 16 '02

2-23 PM

U. S. BANK  
as Trustee under Equipment Trust Agreement  
Dated as of May 27, 1993 (Series 23)  
to  
UNION TANK CAR COMPANY

**SURFACE TRANSPORTATION BOARD**

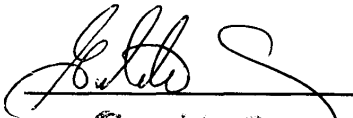
KNOW ALL MEN BY THESE PRESENTS, that U. S. Bank, N.A., formerly known as First Trust New York, N.A., as successor to BankAmerica National Trust Company, as Trustee under that certain Equipment Trust Agreement dated as of May 27, 1993 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

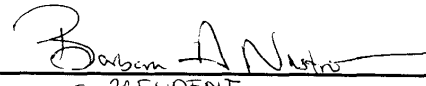
THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Trust Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 14, 2002.

Attest:

  
**Geraldo Corp.**  
Trust Officer

U. S. BANK,  
as Trustee

By:   
Its VICE PRESIDENT

STATE OF NEW YORK    )  
  ) ss  
COUNTY OF                )

On June 16, 2002, before me, a Notary Public in and for said State and County, personally appeared Barbara Astro and Lando Cruz, to me personally known, who being by me duly sworn did say that they are, respectively, Vice President and Trust Officer of U. S. Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Doris Ware  
Notary Public

DORIS WARE  
Notary Public, State Of New York  
No. 01WA5017241  
Qualified in Richmond County  
Commission Expires November 9, 2005



02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT (WRECKED/RETIRED CARS)  
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02/15/02

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 SERIES R023

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610683	T929	34,000	GAL	1	02/93	07/00	78,485	74,277 *
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